

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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| In re: |) | Chapter 11 |
| |) | |
| W. R. GRACE & CO., et al., ¹ |) | Case No. 01-1139 (KJC) |
| |) | |
| Reorganized Debtors. |) | Re: Docket No: 32188, 32384 and 32408 |

**CERTIFICATION OF COUNSEL REGARDING REVISED ORDER GRANTING
FINAL APPLICATION OF THE OFFICIAL COMMITTEE OF ASBESTOS
PROPERTY DAMAGE CLAIMANTS FOR REIMBURSEMENT OF
EXPENSES TO COMMITTEE MEMBERS AND THEIR COUNSEL**

The undersigned hereby certifies the following:

1. On May 12, 2014, The Official Committee of Property Damage Claimants ("PD Committee"), filed its *Final Application of the Official Committee of Asbestos Property Damage Claimants for Reimbursement of Expenses to Committee Members and Their Counsel* [Docket No. 32188] (the "Final Application").

2. The Final Application requested approval of \$179,788.28² in expenses and \$5,969.22 in Supplemental Expenses.

3. Pursuant to the *Notice of Application* objections to the relief requested in the Application were to be filed and served by June 2, 2014 at 4:00 p.m. The undersigned certifies that he has caused the Court's docket in this case to be reviewed and no answer, objection or other responsive pleading to the Motion appears thereon.

¹ The Reorganized Debtors are: W. R. Grace & Co. and W. R. Grace & Co.-Conn.

² Reflects reduction based on review and recommendations by Fee Auditor.

3. The form of order attached hereto as Exhibit A accurately sets forth the fees and expenses billed and incurred by the Fee Auditor from October 21, 2014 through May 12, 2016.⁴ Itemized invoices supporting these fees and expenses are attached hereto as Exhibit B.

4. The Reorganized Debtors and the United States Trustee have reviewed the fees and expenses set forth in Exhibit B and have no objection to same.

5. Attached hereto as Exhibit A is a proposed *Order Approving Post-Effective Date Fees and Expenses of Warren H. Smith & Associates, P.C., as Fee Auditor, for the Period of October 21, 2014 through May 12, 2016* (the "Proposed Order").

6. The Reorganized Debtors and the United States Trustee have reviewed the Proposed Order, and it is acceptable to them.

⁴ The Fee Auditor previously obtained approval from this Court of its post-Effective Date fees and expenses for the period of February 4, 2014 through October 20, 2014. See Order Approving First Post-Effective Date Administrative Fee and Expense Request of Warren H. Smith & Associates, P.C., as Fee Auditor, for Allowance of Compensation and Reimbursement of Expenses (Dkt. No. 32457), dated November 19, 2014.

Accordingly, the Debtor respectfully requests entry of the Proposed Order attached hereto as Exhibit A at the Court's earliest convenience.

Dated: May 25, 2016

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (DE Bar No. 2436)
James E. O'Neill (DE Bar No. 4042)
919 North Market Street, 17th Floor
P. O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

KIRKLAND & ELLIS LLP
Adam C. Paul
John Donley
300 North LaSalle Street
Chicago, IL 60654
(312) 862-2000

THE LAW OFFICES OF ROGER HIGGINS, LLC
Roger J. Higgins
1 North Bishop Street
Suite 14
Chicago, IL 60607-1823
(312) 666-0431

and

WARREN H. SMITH & ASSOCIATES, P.C.
Warren H. Smith
5100 Eldorado Parkway, Suite 102-718
McKinney, Texas 75070

FEE AUDITOR